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FLORIDA/FOREIGN LIMITED LIABILITY CO.

Starlite Cinemas, LLC

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H06000200201 3

**ARTICLES OF ORGANIZATION
OF
STARLITE CINEMAS, LLC**

The undersigned, for the purpose of forming a limited liability company for profit under the laws of Florida, adopts the following Articles of Organization:

**Article I
Name**

Section 1.1. Name. The name of this limited liability company shall be STARLITE CINEMAS, LLC.

**Article II
Principal Office and Mailing Address**

Section 2.1. Principal Office and Mailing Address. The principal office and mailing address of this limited liability company shall be 85186 Amagansett Drive, Fernandina Beach, Florida 32034.

**Article III
Initial Registered Agent and Address**

Section 3.1. Name and Address. The name and street address of the initial registered agent of this limited liability company are:

Melissa Roffler
85186 Amagansett Drive
Fernandina Beach, Florida 32034

**Article IV
Effective Date; Duration**

Section 4.1. Effective Date. The existence of this limited liability company shall commence on the date these Articles are executed.

Section 4.2. Duration. This limited liability company shall terminate on the date set forth in its Operating Agreement.

Lorie L. Chism, Esquire
Purcell, Flanagan & Hay, P.A.
1548 Lancaster Terrace
Jacksonville, Florida 32204
Telephone: (904)355-0355
Fla. Bar No.: 0589934

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Article V
Purposes

Section 5.1. Purposes. This limited liability company is organized for the purpose of transacting any or all lawful business permitted under the laws of the United States of America and of the State of Florida.

Article VI
Management

Section 6.1. Management. The limited liability company is to be managed by the members in accordance with the Operating Agreement of the limited liability company.

Article VII
Merger

Section 7.1. Approval Required for Merger. The approval of the members holding sixty percent (60%) or more of the interests in this limited liability company eligible to vote on any plan of merger or consolidation shall be required in every case, whether or not such approval is required by law.

Article VIII
Operating Agreement

Section 8.1. Operating Agreement. The initial Operating Agreement of this limited liability company shall be adopted by the members. The Operating Agreement shall be adopted, altered, amended or repealed from time to time as provided in the Operating Agreement.

Article IX
Amendment

Section 9.1. Amendment. The members, by vote of members holding a majority of the interests in the limited liability company, shall have the right to amend or repeal any provision contained in these Articles of Organization; provided, however, that it shall require a vote of members holding sixty percent (60%) or more of the interests in the limited liability company to amend or repeal Article VII regarding merger.

IN WITNESS WHEREOF, the undersigned member has executed these Articles of Organization the 8th day of August, 2006.



MELISSA ROFFLER

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**CERTIFICATE OF DESIGNATION OF
REGISTERED AGENT/REGISTERED OFFICE**

PURSUANT TO THE PROVISIONS OF SECTION 608.415 or 608.507, FLORIDA STATUTES, THE UNDERSIGNED LIMITED LIABILITY COMPANY SUBMITS THE FOLLOWING STATEMENT TO DESIGNATE A REGISTERED OFFICE AND REGISTERED AGENT IN THE STATE OF FLORIDA.

1. The name of the limited liability company is: STARLITE CINEMAS, LLC.
2. The name and the Florida street address of the registered agent are:

MELISSA ROFFLER
85186 Amagansett Drive
Fernandina Beach, Florida 32034

Having been named as registered agent and to accept service of process for the above-stated limited liability company at the place designated in this certificate, I hereby accept the appointment as registered agent and agree to act in this capacity. I further agree to comply with the provisions of all statutes relating to the proper and complete performance of my duties, and I am familiar with and accept the obligations of my position as registered agent as provided for in Chapter 608, Florida Statutes.


MELISSA ROFFLER

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